



**China Suntien Green Energy Corporation Limited\***  
**新天綠色能源股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
 (Stock code: 00956)

**FORM OF PROXY FOR USE AT  
 THE FIRST EXTRAORDINARY GENERAL MEETING IN 2013**

The number of shares relating to this form of proxy (Note 1)	
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I/We (Note 2) \_\_\_\_\_ of \_\_\_\_\_  
 being the registered holder(s) of \_\_\_\_\_ domestic shares/ \_\_\_\_\_ H shares (Note 1) in China Suntien Green Energy Corporation Limited\* (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING, \_\_\_\_\_  
 of \_\_\_\_\_ (Note 3)  
 as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting in 2013 of the Company to be held at the Jixian Hall, 5th Floor, Ambassador Shijiazhuang Hotel, Shijiazhuang City, Hebei Province, the People's Republic of China (the "PRC") at 10:00 a.m. or immediately after the conclusion of the first H Shareholders class meeting in 2013 on Tuesday, 8 October 2013 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

	<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>	<b>Abstain</b> <i>(Note 4)</i>
<b>SPECIAL RESOLUTIONS</b>			
1. To consider and approve the following resolutions in respect of the proposal to issue the Placing Shares: <b>"THAT:</b> the following items of the issuance of the Placing Shares (as defined and specified in the announcement of the Company in respect of the proposed placing of its H shares dated 16 August 2013) be and are hereby individually approved and be implemented subject to a number of approvals from the relevant PRC regulatory authorities:			
(1) Class of Shares			
(2) Nominal value of each placing shares			
(3) Size of issuance			
(4) Issuance method			
(5) Target investors			
(6) Pricing			
(7) Use of proceeds			
(8) Accumulated undistributed profit			
(9) Validity period of the Shareholders' resolutions			
(10) Matters relating to authorisation in connection with the issuance of the Placing Shares"			
2. To consider the resolutions in relation to the private placement of financial instruments: <b>"THAT:</b>			
(1) the private placement of financial instruments with an aggregate principal amount of up to RMB1 billion by the Company be and hereby approved.			
(2) the board of directors of the Company (the " <b>Board</b> ") and its authorized persons be and are hereby generally and unconditionally authorized, in appropriate circumstances, to deal with all such matters relating to the registration and issue of the aforementioned debt financing instruments for the best interest of the Company pursuant to the applicable laws, regulations and market conditions.			
(3) Subject to the Shareholders' approval at the EGM, the Company shall apply for registration with the National Association of Financial Market Institutional Investors and circulation of the issued debt financing instruments in the inter-bank bond market after the issue of such debt financing instruments."			

\* For identification purpose only

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)	Abstain (Note 4)
3.	To consider the resolutions in relation to the continuing connected transaction and discloseable transaction under the Financial Services Framework Agreement: “THAT:			
	(1) the Financial Services Framework Agreement (as defined and specified in the announcements of the Company in respect of the transactions contemplated dated 16 August 2013 and 22 August 2013 (the “CCT Announcement”) and the execution thereof and implementation of the Deposit Service (as defined and described in the CCT Announcement) thereunder (including the proposed caps of maximum daily balance of the Deposit Service under the Financial Services Framework Agreement for the three years ending 31 December 2015 of RMB1 billion, RMB1.15 billion and RMB1.35 billion) be and are hereby approved, ratified and confirmed;and			
	(2) the Executive Directors Mr. Gao Qing Yu and Mr. Zhao Hui be and is hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Financial Services Framework Agreement, the Deposit Service and the proposed caps of maximum daily balance and ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Financial Services Framework Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”			
4.	To consider the resolution in relation to the change of the PRC auditors of the Company for the year 2013: “THAT: the change of the PRC auditors of the Company for the year 2013 from Zhong Lei Public Accountants Co., Ltd to Reanda Public Accountants for a term up to the conclusion of the next annual general meeting of the Company and the Board and authorizing the Board to fix the remuneration of the PRC auditors.”			

Dated this: \_\_\_\_\_

Signature(s) (Notes 5, 6 &7) \_\_\_\_\_

Notes:

- Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised. In case of joint registered holders of any shares, this form of proxy may be signed by any one joint registered holders, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at (i) the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investors Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holder of H shares) or (ii) the Company’s registered office and headquarters in the PRC (for holders of domestic shares) not later than 24 hours before the time of the meeting or any adjourned meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.